

LAW OFFICES

JACKSON & CAMPBELL, P.C.

ONE LAFAYETTE CENTRE

SUITE 300 SOUTH

1120 20TH STREET, N.W.

WASHINGTON, D.C. 20036-3437

INT'L TELEX: 64706

TELECOPIER (202) 457-1678

(202) 457-1600

September 12, 1986

THOMAS SEARING JACKSON*
EDMUND D. CAMPBELL*
OF COUNSEL

MARYLAND OFFICE
200 A MONROE STREET
ROCKVILLE, MARYLAND 20850
(301) 340-0450

VIRGINIA OFFICE
1008 NORTH RANDOLPH STREET
SUITE 104
ARLINGTON, VIRGINIA 22201
(703) 522-1330

DIRECT DIAL NUMBER

457-1634

BENJAMIN W. DULANY*
KENNETH WELLS PARKINSON
DANIEL WEBSTER COON*
ARTHUR C. ELGIN, JR.*
JAMES P. SCHALLER*
JO V. MORGAN, JR.*
JOHN A. NEVIUS
PATRICIA D. GURNE
NICHOLAS STILLWELL MCCONNELL**
ALAN R. SWENDIMAN*
SIDNEY C. COUSINS, JR.*
PATRICK L. WOODWARD*
JAMES R. MICHAL*
M. ELIZABETH MEDAGLIA*
DAVID H. COX*
JOHN J. BRENNAN, III**
RICHARD W. BRYAN*
CHRISTINE A. NYKIEL*
TIMOTHY R. DINGILIAN*
ANTOINETTE A. LEBEL
RICHARD J. DEFEO, JR.
MARY LYNN REED
SUSAN E. HAWES
PAUL S. SCHLEIFMAN

*ALSO ADMITTED IN MARYLAND
*ALSO ADMITTED IN VIRGINIA

RECORDATION NO. 15051 Filed & Recorded

SEP 12 1986 1-45 PM

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Office of the Secretary
Recordation Office
Interstate Commerce Commission
12th Street and Constitution
Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO. 15051 Filed & Recorded

SEP 12 1986 1-45 PM

INTERSTATE COMMERCE COMMISSION

Re: The R.H. Bogle Company;
Temco Leasing Company;
Bill of Sale; Form 88-A-4-1

Dear Ms. McGee:

In accordance with the provisions of Section 11303 of the Revised Interstate Commerce Act, 49 U.S.C. § 11303, and Part 1177 of Title 49 of the Code of Federal Regulations, we request, as special counsel for Temco Leasing Company, that the enclosed documents be recorded and filed with the Interstate Commerce Commission.

You will find enclosed herewith the original and two (2) copies of the following documents:

1. Bill of Sale, dated September 11, 1986, by and between The R.H. Bogle Company, as Seller, and Temco Leasing Company, as Purchaser.
2. Form 88-A-4-1.

The Bill of Sale, dated September 11, 1986, is intended to memorialize the sale by The R.H. Bogle Company, as Seller,

C. DeLoach
Charles DeLoach

Ms. Noreta R. McGee
September 12, 1986
Page two

to Temco Leasing Company, as Purchaser, of ten (10) railcars bearing Road Nos. RJNX 1000-1002, 1012, 1016, 1022, 1023, 1026, 1027, 1028 and 1029.

The only party executing this Bill of Sale is:

The R.H. Bogle Company
346 Commerce Street
Alexandria, Virginia 22314

Attention: Mr. John R. Bogle

Form 88-A-4-1, dated September 12, 1986, is intended to effectuate a redesignation of the Road Numbers and identifying marks of the railcars identified above.

The parties executing this Form 88-A-4-1 are:

The R.H. Bogle Company *Seller*
346 Commerce Street
Alexandria, Virginia 22314

Attention: Mr. John R. Bogle

Temco Leasing Company *Purchaser*
100 E. Scranton Avenue
Lake Bluff, Illinois 60044

Attention: Mr. Ray S. Nova

You will also find enclosed herewith a check made payable to the Interstate Commerce Commission in the amount of Twenty Dollars (\$20.00), which sum is intended as full and final payment of the filing fees to be incurred in connection herewith.

These documents should be stamped and filed in a new ICC Recordation File.

Would you please stamp, as noted above, the enclosed copies and return them to our office at your earliest possible convenience.

Ms. Noreta R. McGee
September 12, 1986
Page three

Thank you for your assistance in this matter.

Sincerely yours,

JACKSON & CAMPBELL, P.C.

By: David H. Cox
David H. Cox

DHC/lg

Enclosures As Stated

cc: Robert E. Walsworth, Esquire

BILL OF SALE

SEP 12 1981 1:45 PM

INTERSTATE COMMERCE COMMISSION

The R. H. BOGLE COMPANY, 346 Commerce Street, Alexandria, Virginia, 22314, (hereinafter called "Seller") for valuable consideration, the receipt of which is hereby acknowledged, does hereby grant, convey, transfer, bargain and deliver and set over its right, title and interest in and to the ten (10) railroad tank cars described on Schedule 1 attached hereto, (hereinafter referred to as "Equipment") unto TEMCO LEASING COMPANY, 100 East Scranton Avenue, Lake Bluff, IL 60044, (hereinafter referred to as "Purchaser") and unto its successors and assigns forever.

THE EQUIPMENT IS SOLD AS IS, AND SELLER DOES NOT MAKE ANY REPRESENTATION OR WARRANTY TO PURCHASER, EITHER EXPRESS OR IMPLIED, AS TO MERCHANTABILITY OR FITNESS FOR USE FOR ANY PURPOSE OR AS TO THE DESIGN, OR AS TO THE QUALITY OF MATERIAL IN OR RELATING TO THE EQUIPMENT, OR ANY OTHER REPRESENTATION OR WARRANTY, EXPRESS, IMPLIED OR STATUTORY, EXCEPT AS EXPRESSLY SET FORTH BELOW.

Notwithstanding the foregoing, Seller warrants to Purchaser, it successors and assigns that Seller has legal title to the Equipment and has good and lawful right to grant, bargain, sell, convey and deliver the same, and that the Equipment is free and clear of any and all liens and encumbrances.

Seller agrees to sell the railroad tank cars for \$316,500 to Purchaser. Funds to be dispersed by wire transfer from Purchaser's bank to Seller's bank.

This transaction is subject to the payment by Purchaser of any applicable sales, use, transfer or similar taxes required to be paid by Purchaser with respect to this sale, and subject to the payment in good funds of selling price to the Seller. Seller agrees to execute or cause to be executed all documents deemed necessary by Purchaser to evidence Purchaser's title to the Equipment, free and clear of any and all liens and encumbrances.

IN WITNESS WHEREOF, Seller has caused this instrument to be executed by one of its officers, and its seal to be affixed this 11 day of September, 1986.

R.H. BOGLE COMPANY

By: [Signature]

Title: Pres

NOTARY CERTIFICATE

STATE OF Virginia)
City Alexandria) ss
COUNTY OF Alexandria)

On this 11th day of September, 1986, before me personally appeared John R. Bogle, to me known, who being duly sworn, did depose and say that he resides at 346 Commerce St., Alexandria, VA; that he is President of The R.H. Bogle Company, one of the corporations described in and which executed the foregoing Bill of Sale; that he knows the seal of said corporation; that one of the seals affixed to said instrument is such corporation's seal; that it was so affixed by authority of the Board of Directors of said corporation, and that he signed his name thereto by like order, as the free act and deed of said corporation.

[Signature]
Notary Public

Commission Expires My Commission Expires 5/9/89

SCHEDULE 1

<u>Car Initials & Number</u>	<u>Date Built New</u>	<u>DOT Class</u>	<u>Car Type</u>
RJNX 1000	1-81	111A100W-3	T106
RJNX 1002	1-81	111A100W-3	T106
RJNX 1012	2-81	111A100W-3	T106
RJNX 1016	3-81	111A100W-3	T106
RJNX 1022	2-81	111A100W-3	T106
RJNX 1023	2-81	111A100W-3	T106
RJNX 1026	2-81	111A100W-3	T106
RJNX 1027	3-81	111A100W-3	T106
RJNX 1028	2-81	111A100W-3	T106
RJNX 1029	3-81	111A100W-3	T106